



The David J. Joseph Company

May 13, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

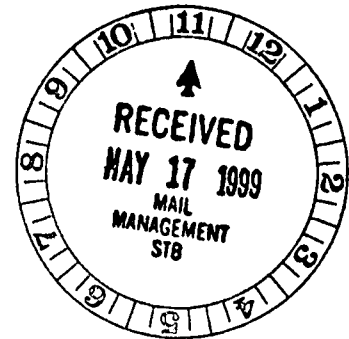
RECORDATION NO.

16306-C
TS

FILED

MAY 17 '99

11-00AM



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), is one original and one copy of an Amendment To Release of Lien of Railcar Purchase and Lease Assignment Agreement, dated as of May 6, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The document is between the following parties:

The Fifth Third Leasing Company
38 Fountain Square Plaza
MD #10905A
Cincinnati, OH 45263

The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

The enclosed document relates to the Release of Lien of Railcar Purchase and Lease Assignment Agreement previously filed with the Board under Recordation Number 16306-B.

A description of the railroad equipment covered by the enclosed document can be found on the Exhibit A of the attached.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon

Shelley B. Bacon
Contract Assistant

RECORDATION NO.

FILED

TS

**AMENDMENT TO
RELEASE OF LIEN
OF**

MAY 17 '99

11-00AM

RAILCAR PURCHASE AND LEASE ASSIGNMENT AGREEMENT

This Amendment to Release of Railcar Purchase and Lease Assignment Agreement (the "Release Amendment") is dated May 6th, 1999, and is executed and submitted for filing with the Surface Transportation Board ("STB") by The Fifth Third Leasing Company (hereinafter referred to as "Fifth Third") relating to the 250 railcars as set forth on Exhibit A attached hereto (hereinafter, the "Equipment").

WHEREAS, the lease relating to the Railcar Purchase and Lease Assignment Agreement ("Agreement") between The David J. Joseph Company ("DJJ") and Canadian Pacific Limited dated April 1, 1988 ("Lease"), with STB Recordation No. 16306, expired December 19, 1998; and

WHEREAS, the lien created by filing such Agreement with the STB was released by a secondary document filed on April 29, 1999 and given STB Recordation No. 16306-B ("Release"); and

WHEREAS, such Release incorrectly represented that DJJ purchased the Equipment from Fifth Third and that all interest of Fifth Third, its successors and assigns, in the Equipment arising pursuant to the Agreement had been terminated and thereby represented that Fifth Third released any lien created by or arising out of the Agreement.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Fifth Third submits the following:

1. DJJ has not purchased the Equipment from Fifth Third.
2. Fifth Third hereby releases any lien created by or arising out of the Agreement, however, the Release or this Release Amendment does not release Fifth Third's title to the Equipment evidenced by the filing of a Bill of Sale given to Fifth Third by DJJ dated December 29, 1988, and given STB Recordation No. 16346, and recorded on May 22, 1989.
3. This Release Amendment shall be recorded with the Surface Transportation Board so as to record the correction in the Release (as defined above).

IN WITNESS WHEREOF, Fifth Third has caused this Release Amendment to be duly executed by its authorized officer as of the 6th day of May, 1999.

THE FIFTH THIRD LEASING COMPANY

By: 

Name: David A. Jackson

Title: Senior Vice President

STATE OF OHIO)
) **SS:**
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 6th day of May, 1999, by David A. Jackson, the Senior Vice President of Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.


Notary Public



My Commission expires:
LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

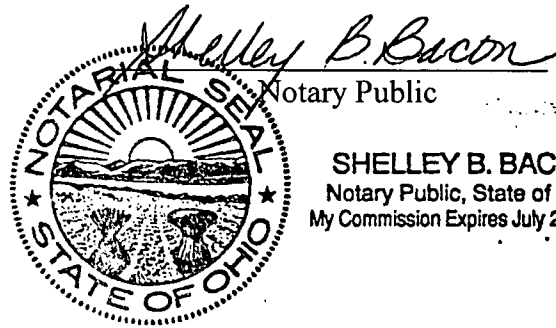
EXHIBIT A DESCRIPTION EQUIPMENT

Two hundred fifty (250), 70-ton boxcars bearing reporting marks as follows:

1	QC 210500	43	QC 210602	85	QC 210644	127	QC 210686	169	QC 210728	211	QC 210810
2	QC 210501	44	QC 210603	86	QC 210645	128	QC 210687	170	QC 210729	212	QC 210811
3	QC 210502	45	QC 210604	87	QC 210646	129	QC 210688	171	QC 210730	213	QC 210812
4	QC 210503	46	QC 210605	88	QC 210647	130	QC 210689	172	QC 210731	214	QC 210813
5	QC 210504	47	QC 210606	89	QC 210648	131	QC 210690	173	QC 210732	215	QC 210814
6	QC 210505	48	QC 210607	90	QC 210649	132	QC 210691	174	QC 210733	216	QC 210815
7	QC 210506	49	QC 210608	91	QC 210650	133	QC 210692	175	QC 210734	217	QC 210816
8	QC 210507	50	QC 110609	92	QC 210651	134	QC 210693	176	QC 210775	218	QC 210817
9	QC 210508	51	QC 210610	93	QC 210652	135	QC 210694	177	QC 210776	219	QC 210818
10	QC 210509	52	QC 210611	94	QC 210653	136	QC 210695	178	QC 210777	220	QC 210819
11	QC 210510	53	QC 210612	95	QC 210654	137	QC 210696	179	QC 210778	221	QC 210820
12	QC 210511	54	QC 210613	96	QC 210655	138	QC 210697	180	QC 210779	222	QC 210821
13	QC 210512	55	QC 210614	97	QC 210656	139	QC 210698	181	QC 210780	223	QC 210822
14	QC 210513	56	QC 210615	98	QC 210657	140	QC 210699	182	QC 210781	224	QC 210823
15	QC 210514	57	QC 210616	99	QC 210658	141	QC 210700	183	QC 210782	225	QC 210824
16	QC 210515	58	QC 210617	100	QC 210659	142	QC 210701	184	QC 210783	226	QC 210825
17	QC 210516	59	QC 210618	101	QC 210660	143	QC 210702	185	QC 210784	227	QC 210826
18	QC 210517	60	QC 210619	102	QC 210661	144	QC 210703	186	QC 210785	228	QC 210827
19	QC 210518	61	QC 210620	103	QC 210662	145	QC 210704	187	QC 210786	229	QC 210828
20	QC 210519	62	QC 210621	104	QC 210663	146	QC 210705	188	QC 210787	230	QC 210829
21	QC 210520	63	QC 210622	105	QC 210664	147	QC 210706	189	QC 210788	231	QC 210830
22	QC 210521	64	QC 210623	106	QC 210665	148	QC 210707	190	QC 210789	232	QC 210831
23	QC 210522	65	QC 210624	107	QC 210666	149	QC 210708	191	QC 210790	233	QC 210832
24	QC 210523	66	QC 210625	108	QC 210667	150	QC 210709	192	QC 210791	234	QC 210833
25	QC 210524	67	QC 210626	109	QC 210668	151	QC 210710	193	QC 210792	235	QC 210834
26	QC 210525	68	QC 210627	110	QC 210669	152	QC 210711	194	QC 210293	236	QC 210835
27	QC 210526	69	QC 210628	111	QC 210670	153	QC 210712	195	QC 210794	237	QC 210836
28	QC 210527	70	QC 210629	112	QC 210671	154	QC 210713	196	QC 210795	238	QC 210837
29	QC 210528	71	QC 210630	113	QC 210672	155	QC 210714	197	QC 210796	239	QC 210838
30	QC 210529	72	QC 210631	114	QC 210673	156	QC 210715	198	QC 210797	240	QC 210839
31	QC 210530	73	QC 210632	115	QC 210674	157	QC 210716	199	QC 210798	241	QC 210840
32	QC 210531	74	QC 210633	116	QC 210675	158	QC 210717	200	QC 210799	242	QC 210841
33	QC 210532	75	QC 210634	117	QC 210676	159	QC 210718	201	QC 210800	243	QC 210842
34	QC 210533	76	QC 210635	118	QC 210677	160	QC 210719	202	QC 210801	244	QC 210843
35	QC 210534	77	QC 210636	119	QC 210678	161	QC 210720	203	QC 210802	245	QC 210844
36	QC 210535	78	QC 210637	120	QC 210679	162	QC 210721	204	QC 210803	246	QC 210845
37	QC 210536	79	QC 210638	121	QC 210680	163	QC 210722	205	QC 210804	247	QC 210846
38	QC 210537	80	QC 210639	122	QC 210681	164	QC 210723	206	QC 210805	248	QC 210847
39	QC 210538	81	QC 210640	123	QC 210682	165	QC 210724	207	QC 210806	249	QC 210848
40	QC 210539	82	QC 210641	124	QC 210683	166	QC 210725	208	QC 210807	250	QC 210849
41	QC 210600	83	QC 210642	125	QC 210684	167	QC 210726	209	QC 210808		
42	QC 210601	84	QC 210643	126	QC 210685	168	QC 210727	210	QC 210809		

CERTIFICATE

The undersigned, *Shelley B. Bacon* notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002